

P95000045671

June 1, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir,

Enclosed are two (2) copies of the Articles of Incorporation of RUTH'S IN-HOME CARE INC.
and the appointment of a registered agent for filling purposes.

Also enclosed is a check for \$ 122.50 to cover charter tax, filling fees, registered agent filling fee,
and cost of a certified copy of the articles. Please send a certified copy to me.

Thank you for your prompt attention to this matter.

Very Sincerely,

Kiruddinan Balasubramaniam

P.S. Please send all the document to:
Kiruddinan Balasubramaniam
2348 NW 94th Avenue
Coral Springs, FL 33065
Tel: (305) 345 8656
Fax: (305) 345 7700

900001507139
-06/07/95--01056--001
****122.50 ****122.50

FILED
95 JUN - 6 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SL

ARTICLES OF INCORPORATION FOR RUTH'S IN-HOME CARE, INC.

The undersigned, a natural person, does hereby form a corporation under the Florida General Corporation Act, and other laws of the state of Florida.

ARTICLE ONE

The name of the Corporation is RUTH'S IN-HOME CARE, INC.

ARTICLE TWO

Subject to the laws of the State of Florida regarding Corporations, the Corporation may engage in home health care activity namely Adult Convalescence Living Facility and all activities and business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock having a par value of \$.01 per share.

ARTICLE FOUR

The existence of the Corporation shall be perpetual.

ARTICLE FIVE

The street address of the principal office of the Corporation is 7377 NW 40th Place, Lauderdale, Florida 33319 and the street address of the Corporation's initial registered office is 2348 N.W. 94th Avenue, Coral Springs, Florida 33065, and the initial Registered Agent at that address is Kiruddinan Balasubramaniam.

FILED
95 JUN - 6 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

The Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one nor more than seven.

ARTICLE SEVEN

The name and street address of the members of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified is:

NAME

ADDRESS

RUTH MCBEAN
ZAVOUR MCBEAN

7377 NW 49th Place, Lauderhill, FL 33319
7377 NW 49th Place, Lauderhill, FL 33319

ARTICLE EIGHT

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE NINE

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve any such director, personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE TEN

The name and street address of the person signing these article is:

NAME

ADDRESS

Kiruddinan Balasubramaniam

2348 N.W. 94th Avenue
Coral Springs, FL 33065

FILED
95 JUN - 6 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Page 3

ARTICLE ELEVEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE TWELVE

The initial By-laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

ARTICLE THIRTEEN

Each Shareholder of the Corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares, which may be issued at any time by the Corporation.

EXECUTED at Coral Springs, Broward County, Florida, this 1 day of June, 1995.

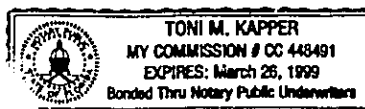
Kiruddinan Balasubramaniam
Kiruddinan Balasubramaniam

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared KIRUDDINAN BALASUBRAMANIAM, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of RUTH'S IN-HOME CARE INC., he acknowledged that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal on this 1st day of June, 1995.

Toni M. Kapper
NOTARY PUBLIC OF FLORIDA



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

RUTH'S IN-HOME CARE INC. desiring to organize under the laws of the State of Florida, hereby designates Kiruddinan Balasubramaniam, as its Registered Agent and 2348 N.W. 94th Avenue, Coral Springs, Florida 33065 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.



Kiruddinan Balasubramaniam
(REGISTERED AGENT)

FILED
95 JUN -6 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9500045671

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1996

RUTH'S IN-HOME CARE, INC.
1763 NW 85 DR
CORAL SPRINGS, FL 33071

SUBJECT: RUTH'S IN-HOME CARE, INC.
Ref. Number: P9500045671

Debit Memo #: 71123-D

This is to inform you that check #473 in the amount of \$225.00 submitted with the annual report for RUTH'S IN-HOME CARE, INC. has been returned by your bank because of NSF.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$240.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after December 7, 1996 and a reinstatement fee of an additional \$385 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Letter Number: 996A00045632

Pat Bailey
Accountant I

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

PR5000045671

800002012758--7
-11/22/95--1099--001
****240.00 ****240.00

November 22, 1996

REPLACEMENT FEE 1996

ANNUAL REPORT: RUTH'S IN-HOME
CARE, INC.

DEBIT MEMO: # 71123-D

CHECK #: 473